

# **Exhibit B**



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October 14, 2024

**VIA ELECTRONIC MAIL**

Peter Prusinowski & Empire Holdings Group, LLC  
 Atlas Fund Trust  
 Atlas Fund Limited Partnership  
 Atlas Fund Land Trust  
 c/o Counsel:  
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**VIA FIRST CLASS MAIL**

Atlas Fund Limited Partnership  
 Atlas Fund Trust  
 Atlas Fund Land Trust  
 c/o Lodmell & Lodmell, P.C.  
 8160 E. Butcherus Suite 4  
 Scottsdale, AZ 85258

**Re: *FTC v. Empire Holdings Group, LLC, et al., No. 2:24-cv-04949-WB***  
**Addition of Atlas Fund Limited Partnership, Atlas Fund Trust, and Atlas Fund Land Trust as Receivership Entities**

Dear Counsel/To Whom It May Concern:

Pursuant to Section XII, Paragraph U of the Temporary Restraining Order with Asset Freeze and Appointment of Temporary Receiver ("TRO Order"), a copy of which is enclosed, please be advised that the Receiver hereby identifies Atlas Fund Limited Partnership ("Atlas Fund"), Atlas Fund Trust ("Atlas Trust") and Atlas Fund Land Trust ("Atlas Land") as Receivership Entities.

Receivership Entities are defined in the TRO Order to include the "Corporate Defendant as well as **any other entity that has** conducted any business related to the advertising, marketing, and sale of Defendants' Products and Services, **including receipt of Assets derived from any activity that is the subject of the Complaint in this matter**, and that the Receiver determines is **controlled or owned by any Defendant.**" TRO Order, Definitions (J) (emphasis added). Based upon information that Defendants have provided to the Receiver in this matter, Atlas Fund, Atlas Trust, and Atlas Land all qualify as Receivership Entities for the following reasons:

First, Atlas Fund, Atlas Trust, and Atlas Land are all owned and controlled by Defendant Peter Prusinowski. Atlas Fund was created in or around March 2021 and formally recognized as an Arizona limited partnership or about March 26, 2021. Atlas Trust is a Probate

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Avoidance/Asset Preservation bridge trust established on or about April 2, 2021. Atlas Land is a revocable trust created on or about April 2, 2021 to receive the transfer of land, to protect and conserve financial resources for the use, benefit and enjoyment of its beneficiaries.

According to these entities' corporate and formation documents, Peter Prusinowski is the General Partner of Atlas Fund,<sup>1</sup> with an ownership interest of 1%. Meanwhile, Kellie E. Prusinowski is a limited partner with a 1% ownership interest, and Atlas Trust is a limited partner that owns the remaining 98% of Atlas Fund. Atlas Trust was given \$10 in cash and a 98% ownership in Atlas Fund without any consideration. Peter P. Prusinowski and Kellie E. Prusinowski are both the Trustees (*i.e.*, controllers) and Settlors (*i.e.*, beneficiaries) of both Atlas Trust and Atlas Land. Given all the foregoing, Defendant Peter Prusinowski owns and/or controls Atlas Fund, Atlas Trust, and Atlas Land.

Second, these entities have received (or were at least the beneficiaries of) assets derived from the business activities of Corporate Defendant Empire Holdings Group LLC ("Empire") that is the subject of the FTC's Complaint.

Atlas Fund, Atlas Trust, and Atlas Land were all created and formed by the law firm Lodmell & Lodmell, P.C. ("Lodmell"). Lodmell's own website<sup>2</sup> makes clear that it is an asset protection law firm focused on removing the economic incentives for others to pursue claims against its clients. In essence, Lodmell was retained by Peter Prusinowski to protect his and Kellie Prusinowski's assets through the creation of the Atlas Fund, Atlas Trust, and Atlas Land. **Notably, however, Empire paid the legal fees associated with the creation of these entities.** According to Empire's General Ledger, Empire paid \$26,100 in attorney's fees to Lodmell on March 11, 2021. This expense was paid through an Empire American Express card (x91008), and then paid off by Empire's TD Bank Account (x9912) on March 15, 2021.<sup>3</sup> Additionally, in July 2024, the Empire Charles Schwab brokerage account (x6812) sent \$25,000 to the Atlas Fund Charles Schwab brokerage account (x7109).<sup>4</sup>

Further, Peter Prusinowski has confirmed that Atlas Fund was funded primarily through his personal paycheck from Empire and from the conversion of credit card points. Peter Prusinowski's paychecks are derived directly from the "advertising, marketing, and sale of Defendants' Products and Services,"<sup>5</sup> and presumably, the credit card points were earned from Empire's payment of credit card bills.

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<sup>1</sup> Peter Prusinowski also oversees Atlas' investment portfolio with Charles Schwab and thus has control over its assets.

<sup>2</sup> <https://www.lodmell.com/>.

<sup>3</sup> Empire's General Ledger shows additional payments to Lodmell, presumably for continued services to Atlas Fund, Atlas Trust, and/or Atlas Fund—possibly for continued registered agent services—including a \$2,100 payment on March 1, 2022, a \$2,100 payment on February 28, 2023, a \$500 payment on November 30, 2023, and a \$2,100 payment on March 12, 2024.

<sup>4</sup> Peter Prusinowski estimates that there may have been a \$100,000 transfer from Empire to Atlas Fund a few months ago in connection with a previous attempted sale of Empire, though the Receiver has not yet been able to identify this transfer in the available records.

<sup>5</sup> TRO Order, Definitions (J).

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Given all of the foregoing, Atlas Fund, Atlas Trust, and Atlas Land received assets derived from activities that are the subject of the Complaint, and they are thus Receivership Entities.

If you wish to challenge the Receiver's determination in this regard, you can file a motion with the Court.

Sincerely,

CLARK HILL



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Robin S. Weiss

RSW:

cc: Kevin Dooley Kent, Esq., Receiver  
Vanessa L. Huber, Esq.  
Amanda Grier, Esq.  
Ryan McAuliffe, Esq.